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20006-2973

OF COUNSEL URBAN A LESTER

January 30, 1997

Mr. Vernon A. Williams Secretary Surface Transportation Board Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies each of two Bills of Sale, dated as of January 29, 1997. secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Bill of Sale filed with the Board under Recordation Number 20523.

The names and addresses of the parties to the enclosed documents are:

Seller:

Southern Illinois Railcar Company

One Mark Twain Plaza Edwardsville, Illinois 62025

Buyer:

NorRail, Inc.

308 12th Avenue South Buffalo, Minnesota 55314

A description of the railroad equipment covered by the enclosed documents is:

47 railcars and 97 railcars all bearing TILX reporting marks and road numbers set forth on Schedule I attached to each Bill of Sale

Mr. Vernon A. Williams January 30, 1997 Page 2

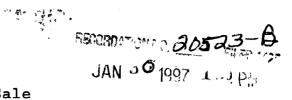
Also enclosed is a check in the amount of \$44.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours

Robert W Alvord

RWA/bg Enclosures



Bill of Sale

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Southern Illinois Railcar Company (the "Seller") does hereby sell, assign and transfer unto Norail, Inc. (the "Buyer"), and its successors and assigns, the railcars as described in Exibit A attached hereto (the "Railcars").

The Seller, for itself and its successors and assigns, hereby warrants that it has good and marketable title to the Railcars and that the Seller's title thereto is free from all liens and encumbrances and covenants and agrees with Norail to warrant and defend title to the Railcars hereby sold against all and every person whomsoever.

This Bill of Sale is being delivered in connection with Sale Agreement No. 1718 dated as of January 17, 1997 (the "Sale Agreement") between the Seller and the Buyer. EXCEPT FOR THE WARRANTY OF TITLE SET FORTH IN THIS BILL OF SALE AND THE REPRESENTATIONS AND WARRANTIES SET FORTH IN SECTION 5(i) OF THE SALE AGREEMENT, THE RAILCARS ARE BEING SOLD TO BUYER BY THE SELLER ON AN, "AS IS", "WHERE IS" BASIS WITH ALL FAULTS, WITHOUT WARRANTIES (EXCEPT AS PROVIDED IN SECTION 5(i) OF THE SALE AGREEMENT) EXPRESS OR IMPLIED, INCLUDING THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 2974 day of January, 1997.

SOUTHERN ILLINOIS RAILGAR COMPANY

Its: VICE PRESIDENT

SCHEDULE 1

Car Number	Car Number	Car Number
mrr v001450	mtr v=00100	MTT VE 1160E
TILX001450	TILX500190	TILX511695
TILX001454	TILX500211	TILX511698 TILX511701
TILX001463	TILX500226	
TILX001503	TILX500294	TILX511709
TILX001506	TILX500308	
TILX001525 TILX001539	TILX500340	
TILX001539 TILX001540	TILX500343	
TILX001540 TILX001543	TILX500376 TILX500400	
TILX001545 TILX001636		
TILX001636 TILX001643	TILX500402 TILX500429	
TILX001645	TILX500429 TILX500447	
TILX001645 TILX001646	TILX500447 TILX500450	
TILX001646 TILX001651	TILX500450 TILX500451	
TILX001651 TILX001658	TILX500451 TILX500482	
TILX001658 TILX001662	TILX500482 TILX500483	
TILX001862 TILX001810	· · · · · · · · · · · · · · · · · · ·	
TILX001810 TILX001828	TILX500485	
TILX001828 TILX001830	TILX500502	
TILX001030	TILX500515	
TILX001049	TILX500521	
TILX001867	TILX500523	
TILX001067	TILX500535 TILX500540	
TILX001000	TILX500540 TILX500565	
TILX001077	TILX5005654	
TILX001895	TILX500634 TILX500684	
TILX001995	TILX511165	
TILX001921	TILX511167	
TILX001927	TILX511168	
TILX001937	TILX511100	
TILX001942	TILX511171	
TILX001951	TILX511175	
TILX001952	TILX511175	
TILX001954	TILX511178	
TILX001958	TILX511170	
TILX001959	TILX511181	
TILX001993	TILX511101	
TILX001996	TILX511194	
TILX002001	TILX511195	
TILX002004	TILX511201	
TILX500101	TILX511205	
TILX500144	TILX511208	
TILX500146	TILX511266	
TILX500156	TILX511482	
TILX500150	TILX511525	
TILX500169	TILX511543	
TTTV700102	TILX511545 TILX511691	

STATE OF ILLINOIS, COUNTY OF MADISON TO WIT:

On this	day of			7, befor	e me
personally appear	ed Gary J. Good	man	to m	e perso	
known, who being	y by me duly	sworn, sa	ays the	he is	the
Vice President	of Southe	rn Illinois	Railcar	Company	y, an
Illinois corporati	on, that said i	nstrument wa	as signed	l on beha	lf of
said corporation l	by authority of	its Board	of Direc	ctors, a	nd he
acknowledged that	the execution of	the forego:	ing instr	rument wa	s the
free act and deed	of said corpora	ation.			

Witness my hand and Official Seal:

OFFICIAL SEAL
JANICE A TWEEDY
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES: 02/23/00

Janice A. Tweedy

Notary Public

My Commission expires: February 33, 2000